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## Torch Hill Investment Partners, L.L.C. > Direct Investments & Subsidiaries

### **Primary Office Location**

1451 Old North Main Street  
Clover, South Carolina 29710  
United States  
Main Phone: 803-222-6400  
Main Fax: 803-222-8470

### **TradeBeam (Beijing) Technology Co., Ltd.**

#### **Business Description / Color Notes**

TradeBeam (Beijing) Technology Co., Ltd. operates as a provider of international trade management software and services. The company is based in Beijing, China. TradeBeam (Beijing) Technology Co., Ltd. was formerly a subsidiary of TradeBeam, Inc.

### **Primary Office Location**

Zhaolin Tower  
15 Ronghua Central Road, Suite 709B  
Business Development Area  
Beijing 100176  
China  
Main Phone: 86 10 5107 8787  
Main Fax: 86 10 5107 8803

### **Zephyr Photonics, Inc.**

#### **Website**

zephyrphotonics.com


#### **Business Description / Color Notes**

Zephyr Photonics, Inc. provides optoelectronic technology solutions for Department of Defense, aerospace, and intelligence markets. It offers harsh environment optical interconnects, such as sensor interconnects, control interconnects, and low-speed data communications for control, sensor, and datacom applications in harsh environments. The company also provides transceivers parallel and CWDM transceivers. In addition, it offers optoelectronic components, including VCSELs, photodetectors, and integrated optoelectronics. Zephyr Photonics, Inc. was formerly known as OptiComp Corporation. The company was founded in 1987 and is based in Zephyr Cove, Nevada.

### **Primary Office Location**

215 Elks Point Road  
Zephyr Cove, Nevada 89448  
United States  
Main Phone: 775-588-4176  
Main Fax: 775-588-1348

\* denotes proprietary relationship information.

Regulatory News Service data provided by  **London**  
STOCK EXCHANGE

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## Torch Hill Investment Partners, L.L.C. > Company Information

### Business Description / Color Notes

Torch Hill Investment Partners, L.L.C. is a private equity firm specializing in buyouts and growth capital investments. The firm seeks to invest in companies that play roles in law enforcement, critical asset protection, logistics, supply chain integrity, defense, intelligence, and civil and corporate security with a focus on products and services that assist governments in meeting security threats and provide solutions to corporations that mitigate risks to their physical and critical information assets. The firm prefers to invest in domestic and international companies. It may take majority or minority stake in its portfolio companies. The firm may also employ debt in its investments. Torch Hill Investment Partners, L.L.C. was founded in 2005 and is based in Washington, DC with additional offices in New York, New York and Arlington, Virginia.

### Website

www.torchhill.com

### Industry Classifications

#### Financials

Diversified Financials

Capital Markets

Asset Management and Custody Banks

### Investment Criteria

#### Bite Size Information

Criteria (\$mm)	Min	Max	Min	Max
Equity Investment	-	-	-	-
Enterprise Value	-	-	-	-
Total Revenue	-	-	-	-
EBITDA	-	-	-	-
Debt Investment Value	-	-	-	-

### Industries of Interest

#### Industrials

##### Capital Goods

Aerospace and Defense

Aerospace and Defense

Aerospace and Defense Maintenance and Services

Defense Electronics

##### Building Products

Building Products

Windows and Doors

Security Doors

##### Commercial and Professional Services

Commercial Services and Supplies

Security and Alarm Services

Commercial Security and Safety Services

Commercial Safety and Security Consulting

Commercial Security Systems Services

##### Transportation

Air Freight and Logistics

Air Freight and Logistics

#### Consumer Discretionary

##### Consumer Durables and Apparel

Household Durables

Consumer Electronics

Security and Alarm Systems

##### Consumer Services

Diversified Consumer Services

Specialized Consumer Services

Residential Security and Personal Safety Services

Residential and Personal Safety and Security Consulting

Residential Security Systems Services

#### Information Technology

##### Software and Services

Software

Application Software

Enterprise Software

Logistics Software

Supply Chain Management Software

Systems Software

## Torch Hill Investment Partners, L.L.C. > Company Information

Security Software  
Software Research  
Artificial Intelligence Software  
Technology Hardware and Equipment  
Communications Equipment  
Communications Equipment  
Networking Equipment  
Network Security  
Electronic Equipment, Instruments and Components  
Electronic Equipment and Instruments  
Security, Control, Surveillance and Detection Equipment  
Law Enforcement Equipment

### Company Stages/Transaction Types

Growth Capital, Buyout

### Geographies of Interest

Africa / Middle East

Asia / Pacific

Europe

Latin America and Caribbean

United States and Canada

United States of America

### Primary Office Location

2000 Pennsylvania Avenue, NW  
Suite 4500  
Washington, District Of Columbia 20006  
United States  
Main Phone: 202-536-1200

### Office Locations

#### Headquarters

2000 Pennsylvania Avenue, NW  
Suite 4500  
Washington, District Of Columbia 20006  
United States  
Main Phone: 202-536-1200

845 Third Avenue  
6th Floor  
New York, New York 10022  
United States  
Main Phone: 646-290-5215

901 North Stuart Street  
Suite 200  
Arlington, Virginia 22203  
United States  
Main Phone: 703-294-9991

## Torch Hill Investment Partners, L.L.C. > Company Information

### Primary Industry

Asset Management and Custody Banks

### Co-Investors

Co-Investor	Count	Related Investment Companies
Camden Partners Holdings, LLC	1	TradeBeam (Beijing) Technology Co., Ltd.
Enterprise Partners Venture Capital	1	TradeBeam (Beijing) Technology Co., Ltd.
ORIX Venture Finance, LLC	1	DVTEL, INC.
Rosemont Solebury Capital Management LLC	1	Diamondback Tactical, LLLP
SCP Partners	1	DVTEL, INC.
Selway Capital	1	DVTEL, INC.
Sigma Partners	1	TradeBeam (Beijing) Technology Co., Ltd.
TPG Capital, L.P.	1	Artel, LLC
TPG Growth	1	Artel, LLC

### Year Founded

2005

### Limited Partners

Motorola Solutions Venture Capital

### Funds/Partnerships

PE/VC Funds						
Fund Name	Fund Family	Relationship	Investment Styles	Date Raised	Status	Size(mm)
Torch Hill Fund, LP	Torch Hill Fund	Current Fund Sponsor	Private Equity	-	First Close	-

### Investments by Industry

Industry	Investments	Companies
Current and Pending Investments	8	
Information Technology	4	Artel, LLC; DVTEL, INC.; TradeBeam (Beijing) Technology Co., Ltd.; Zephyr Photonics, Inc.
Industrials	3	Blue Hackle Group Limited; Diamondback Tactical, LLLP; Jameson LLC
Telecommunication Services	1	Artel, LLC
Consumer Discretionary	1	Diamondback Tactical, LLLP
Prior Investments	4	
Information Technology	3	ORBCOMM, Inc. (NasdaqGS:ORBC); Savi Technology, Inc.; TradeBeam, Inc.
Telecommunication Services	1	ORBCOMM, Inc. (NasdaqGS:ORBC)
Healthcare	1	HemCon Medical Technologies, Inc.
Current, Pending and Prior Investments	12	
Information Technology	7	Artel, LLC; DVTEL, INC.; ORBCOMM, Inc. (NasdaqGS:ORBC); Savi Technology, Inc.; TradeBeam (Beijing) Technology Co., Ltd.; TradeBeam, Inc.; Zephyr Photonics, Inc.
Industrials	3	Blue Hackle Group Limited; Diamondback Tactical, LLLP; Jameson LLC
Telecommunication Services	2	Artel, LLC; ORBCOMM, Inc. (NasdaqGS:ORBC)
Consumer Discretionary	1	Diamondback Tactical, LLLP
Healthcare	1	HemCon Medical Technologies, Inc.

## Torch Hill Investment Partners, L.L.C. > Company Information

### Company Status

Operating

Products	
Name	Source
Acceptance Testing Services	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
Adaptive Visualization Technology	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
Applications & Integration Services	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
Audio Intercom	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
Cameras	DVTEL, INC.
<b>Product Description:</b> Cameras include Internet Protocol Cameras, Surveillance Cameras, Network Cameras and Fixed Cameras include Quasar 720p Fixed, Quasar 1080p Fixed, HD PTZs, Quasar 720p PTZ, Quasar 1080p PTZ, Mini Domes, Quasar 1080p, Quasar 1080p Low Profile, ioimage Analytics, ioimage MMP, ioimage SC-1DN-A.	
CaseBuilder Incident Reporting and Management System	DVTEL, INC.
<b>Product Description:</b> CaseBuilder Incident Reporting and Management System is an evidence and risk management tool designed to replace paper systems. This software system allows the user to work in real-time thus enabling a more efficient tracking of incidents and events as they occur.	
CCTV Keyboard	DVTEL, INC.
<b>Product Description:</b> CCTV Keyboard specifically designed to provide full control of the Latitude Network Video Management System (NVMS) software.	
Encoder and Decoders	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
iSOC Commissioning Assistance Services	DVTEL, INC.
<b>Product Description:</b> Commissioning Assistance entails dedicated remote or on-sites resources to assist installers with a successful iSOC security project. This service enables Value-Added Resellers to offload the risk of configuring the security software platform to the manufacturer, as well as enabling End Users to benefit from having their security platform optimized by iSOC software specialists.	
iSOC Server, Storage, and Workstation Staging Services	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
Latitude Network Video Management System	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
Layer Monitoring Solutions	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
Maintenance and Support Services	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
Mentor Performance Enhancing Software	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
Meridian Network Video Recorder	Key Development Product-Related Announcements May-14-2012
<b>Product Description:</b> Meridian Network Video Recorder, a plug-and-play networked recording appliance that practically self-installs. Meridian provides resellers and users with ease of installation and management, and allows for dramatic cost reduction in megapixel video deployments. The Meridian NVR offers up to 6 GB of internal storage that can be extended through an external eSATA connection. The plug-and-play system provides flexible management connections through a fiber or copper Gigabit uplink.	
On-Site Administrator and Operator Training Courses	DVTEL, INC.
<b>Product Description:</b> There is no description for this product.	
SceneTracker	DVTEL, INC.
<b>Product Description:</b> SceneTracker provides a real-world, real-time perspective of multiple cameras images in a single integrated view.	
Technical Support and Diagnostic Services	DVTEL, INC.
<b>Product Description:</b> Round-the-clock technical support and diagnostic services. Technical support representatives are available to assist all certified VAR personnel authorized by the End User to perform technical repairs, installation, and upgrades to the products and systems. DVTEL™ Platinum Service clients enjoy 24/7 technical support for critical concerns in addition to the standard Support Helpdesk availability. DVTEL™s Gold Service Clients enjoy Prioritized Support Helpdesk availability from 8am to 8pm Eastern Time, Monday through Friday.	
VoIP Intercom	DVTEL, INC.



## Torch Hill Investment Partners, L.L.C. > Company Information

<b>Product Description:</b> There is no description for this product.	
Semiconductor Fabrication and Foundry Services	Key Development Business Expansions Jan-09-2013
<b>Product Description:</b> There is no description for this product.	
Vertical-cavity Surface-emitting Laser Technology Solutions	Key Development Strategic Alliances Jan-09-2012
<b>Product Description:</b> There is no description for this product.	

~ denotes proprietary relationship

### Corporate Tree

#### Torch Hill Investment Partners, L.L.C.

Parent Company

Headquarters: Washington, District Of Columbia | United States

Majority Investor: -

Minority Investor(s): -

Investors (unknown stake): -

LTM Total Revenues (MM): - | LTM Net Income (MM): - | LFQ Total Debt (MM): -

#### Artel, LLC

Current Investment | Stake Type: Unknown | % Owned: -

Headquarters: Herndon, Virginia | United States

Majority Investor: -

Minority Investor(s): TPG Capital, L.P. (- % Owned)

Investors (unknown stake): Torch Hill Investment Partners, L.L.C., TPG Growth

LTM Total Revenues (MM): 149.79 | LTM Net Income (MM): - | LFQ Total Debt (MM): -

#### Blue Hackle Group Limited

Current Investment | Stake Type: Minority | % Owned: -

Headquarters: London, Greater London | United Kingdom

Majority Investor: -

Minority Investor(s): Torch Hill Investment Partners, L.L.C. (- % Owned)

Investors (unknown stake): -

LTM Total Revenues (MM): - | LTM Net Income (MM): - | LFQ Total Debt (MM): -

#### D-Back Acquisition Co.

Current Investment | Stake Type: Majority | % Owned: -

Headquarters: Phoenix, Arizona | United States

Majority Investor: Torch Hill Investment Partners, L.L.C. (- % Owned)

Minority Investor(s): -

Investors (unknown stake): -

LTM Total Revenues (MM): 5.30 | LTM Net Income (MM): - | LFQ Total Debt (MM): -

#### Diamondback Tactical, LLLP

Current Investment | Stake Type: Unknown | % Owned: -

Headquarters: Spindale, North Carolina | United States

Majority Investor: -

Minority Investor(s): -

Investors (unknown stake): Rosemont Solebury Capital Management LLC, Torch Hill Investment Partners, L.L.C.

LTM Total Revenues (MM): 23.20 | LTM Net Income (MM): - | LFQ Total Debt (MM): -

#### First Choice Armor and Equipment, Inc.

Current Subsidiary/Operating Unit | Stake Type: Majority | % Owned: 100.00

Headquarters: Braintree, Massachusetts | United States

Majority Investor: Diamondback Tactical, LLLP (100.00% Owned)

Minority Investor(s): -

Investors (unknown stake): -

LTM Total Revenues (MM): 17.70 | LTM Net Income (MM): - | LFQ Total Debt (MM): -

#### DVTEL, INC.

Current Investment | Stake Type: Unknown | % Owned: -

Headquarters: Ridgefield Park, New Jersey | United States

Majority Investor: -

Minority Investor(s): -

Investors (unknown stake): ORIX Venture Finance, LLC, SCP Partners, Selway Capital, Torch Hill Investment Partners, L.L.C.

LTM Total Revenues (MM): 25.30 | LTM Net Income (MM): - | LFQ Total Debt (MM): -

#### Dvtel Uk Ltd.

Current Subsidiary/Operating Unit | Stake Type: Majority | % Owned: -

Headquarters: High Wycombe, Buckinghamshire | United Kingdom

Majority Investor: DVTEL, INC. (- % Owned)

Minority Investor(s): -

Investors (unknown stake): -

LTM Total Revenues (MM): 6.09 | LTM Net Income (MM): - | LFQ Total Debt (MM): -

#### ioimage Ltd.

Current Subsidiary/Operating Unit | Stake Type: Majority | % Owned: 100.00

Headquarters: Herzliya | Israel

Majority Investor: DVTEL, INC. (100.00% Owned)

Minority Investor(s): -

## Torch Hill Investment Partners, L.L.C. > Company Information

Investors (unknown stake): -  
LTM Total Revenues (MM): - | LTM Net Income (MM): - | LFQ Total Debt (MM): -

### **Iscon Imaging, Inc**

Current Subsidiary/Operating Unit | Stake Type: Unknown | % Owned: -  
Headquarters: United States

Majority Investor: -

Minority Investor(s): -

Investors (unknown stake): DVTEL, INC.

LTM Total Revenues (MM): - | LTM Net Income (MM): - | LFQ Total Debt (MM): -

### **Omnivee Ltd.**

Current Subsidiary/Operating Unit | Stake Type: Majority | % Owned: 100.00

Headquarters: Hertzelia | Israel

Majority Investor: DVTEL, INC. (100.00% Owned)

Minority Investor(s): -

Investors (unknown stake): -

LTM Total Revenues (MM): - | LTM Net Income (MM): - | LFQ Total Debt (MM): -

### **Jameson LLC**

Current Investment | Stake Type: Majority | % Owned: -

Headquarters: Clover, South Carolina | United States

Majority Investor: Torch Hill Investment Partners, L.L.C. (- % Owned)

Minority Investor(s): -

Investors (unknown stake): -

LTM Total Revenues (MM): - | LTM Net Income (MM): - | LFQ Total Debt (MM): -

### **TradeBeam (Beijing) Technology Co., Ltd.**

Current Investment | Stake Type: Minority | % Owned: -

Headquarters: Beijing | China

Majority Investor: -

Minority Investor(s): Camden Partners Holdings, LLC (- % Owned), Enterprise Partners Venture Capital (- % Owned), Sigma Partners (- % Owned), Torch Hill Investment Partners, L.L.C. (- % Owned)

Investors (unknown stake): -

LTM Total Revenues (MM): - | LTM Net Income (MM): - | LFQ Total Debt (MM): -

### **Zephyr Photonics, Inc.**

Current Investment | Stake Type: Majority | % Owned: 100.00

Headquarters: Zephyr Cove, Nevada | United States

Majority Investor: Torch Hill Investment Partners, L.L.C. (100.00% Owned)

Minority Investor(s): -

Investors (unknown stake): -

LTM Total Revenues (MM): - | LTM Net Income (MM): - | LFQ Total Debt (MM): -

## Torch Hill Investment Partners, L.L.C. > Transactions

Summary M&A			
Announced Date	Target	Status	Size (USD mm)
Mar-22-2013	HemCon Medical Technologies, Inc.	Closed	43.62
<b>Target Advisors:</b> Tonkon Torp LLP (Legal Advisor) <b>Investor/Buyer Advisors:</b> Law Office of Charles J. Ingber (Legal Advisor)			
<b>Participants:</b> Camden Partners Holdings, LLC (Seller / Distributing Company); <b>Torch Hill Investment Partners, L.L.C. (Seller / Distributing Company);</b> Tristar Wellness Solutions Inc. (OTCPK:TWSI) (Investor / Buyer)			
<b>Synopsis:</b> Tristar Wellness Solutions Inc. (OTCPK:TWSI) entered into a term sheet to acquire HemCon Medical Technologies, Inc. for \$1.3 million on March 20, 2013. Tristar Wellness Solutions will receive \$0.08 million as break up fee. As of April 18, 2013, Tristar Wellness signed an agreement to acquire HemCon Medical. Within two days of the execution of the agreement, Tristar will deposit \$0.1 million as deposit with U.S. Bank National Association, the escrow agent. The transaction is subject to execution of asset purchase agreement, third party approval, execution of employment agreement with [REDACTED] HemCon Medical having minimum cash and inventory balance of \$0.82 million on closing. On April 26, 2013, Tristar signed an amended agreement to acquire HemCon Medical for \$3 million. The transaction is expected to close by May 6, 2013. [REDACTED] Tonkon Torp LLP acted as legal advisor for HemCon Medical Technologies, Inc. [REDACTED] Law Office of Charles J. Ingber acted as legal advisor to Tristar Wellness Solutions.			

**Pre-Deal Situation:** -

**Deal Resolution:** Tristar Wellness Solutions Inc. (OTCPK:TWSI) completed the acquisition of HemCon Medical Technologies, Inc. on May 6, 2013. As of May 6, 2013, the transaction was approved by the Bankruptcy court.

Announced Date	Target	Status	Size (USD mm)
Oct-25-2011	Zephyr Photonics, Inc.	Closed	-
<b>Participants:</b> Torch Hill Investment Partners, L.L.C. (Investor / Buyer)			
<b>Synopsis:</b> Torch Hill Investment Partners, L.L.C. acquired Zephyr Photonics, Inc. on October 25, 2011. [REDACTED]			
<b>Pre-Deal Situation:</b> -			
<b>Deal Resolution:</b> Torch Hill Investment Partners, L.L.C. completed the acquisition of Zephyr Photonics, Inc. on October 25, 2011.			

Announced Date	Target	Status	Size (USD mm)
Jun-02-2011	Artel, LLC	Closed	-
<b>Target Advisors:</b> BB&T Capital Markets Windsor Group (Financial Advisor); Greenberg Traurig, LLP (Legal Advisor); McCarthy, Sweeney & Harkaway (Legal Advisor); Pillsbury Winthrop Shaw Pittman LLP (Legal Advisor) <b>Investor/Buyer Advisors:</b> Skadden, Arps, Slate, Meagher & Flom, L.L.P. (Legal Advisor)			
<b>Participants:</b> Torch Hill Investment Partners, L.L.C. (Investor / Buyer); TPG Growth (Investor / Buyer)			
<b>Synopsis:</b> TPG Growth and Torch Hill Investment Partners acquired significant stake in ARTEL, Inc. on June 2, 2011. [REDACTED] TPG Growth and Torch Hill Investment will use \$75 million from a term loan and \$20 million from revolving credit to fund the transaction. The BB&T Capital Markets Windsor Group acted as financial advisor [REDACTED] of Greenberg Traurig, LLP, McCarthy, Sweeney & Harkaway and Pillsbury Winthrop Shaw Pittman LLP acted as legal advisors for ARTEL, Inc. [REDACTED] Skadden, Arps, Slate, Meagher & Flom, L.L.P. acted as legal advisor for TPG Growth. RBC Capital Markets Inc. acted as lead arranger on the senior secured credit facilities arranged to support the transaction.			
<b>Pre-Deal Situation:</b> -			
<b>Deal Resolution:</b> TPG Growth and Torch Hill Investment Partners completed the acquisition of significant stake in ARTEL, Inc. on June 2, 2011.			

Announced Date	Target	Status	Size (USD mm)
Oct-07-2010	Jameson LLC	Closed	-
<b>Seller Advisors:</b> Sagent Advisors, LLC (Financial Advisor)			
<b>Participants:</b> Carousel Capital III, L.P. (Seller / Distributing Company); Carousel Capital Partners LP (Seller / Distributing Company); <b>Torch Hill Investment Partners, L.L.C. (Investor / Buyer)</b>			
<b>Synopsis:</b> Torch Hill Investment Partners, L.L.C. acquired a majority stake in Jameson LLC from Carousel Capital III, L.P. managed by Carousel Capital on October 1, 2010. The financial terms of the deal were not disclosed [REDACTED] Sagent Advisors Inc. acted as the financial advisor for Carousel Capital. K&L Gates LLP acted as the legal advisor on the transaction.			
<b>Pre-Deal Situation:</b> -			
<b>Deal Resolution:</b> Torch Hill Investment Partners, L.L.C. completed the acquisition of a majority stake in Jameson LLC from Carousel Capital III, L.P. managed by Carousel Capital on October 1, 2010.			

## Torch Hill Investment Partners, L.L.C. > Transactions

Announced Date	Target	Status	Size (USD mm)
Jan-31-2005	Diamondback Tactical, LLLP	Closed	-
<b>Target Advisors:</b> Cascadia Capital, LLC (Financial Advisor)			
<b>Participants:</b> Rosemont Solebury Capital Management LLC (Investor / Buyer); <b>Torch Hill Investment Partners, L.L.C. (Investor / Buyer)</b>			
<b>Synopsis:</b> Rosemont Solebury Capital Management LLC, Torch Hill Investment Partners, L.L.C., management of Diamondback Tactical and other investors acquired Diamondback Tactical, LLLP in a recapitalization transaction in January 2005. The financial terms of the acquisition were not disclosed. Cascadia Capital, LLC acted as financial advisor to Diamondback.			
<b>Pre-Deal Situation:</b> -			
<b>Deal Resolution:</b> Rosemont Solebury Capital Management LLC, Torch Hill Investment Partners, L.L.C., management of Diamondback Tactical and other investors completed the acquisition of Diamondback Tactical, LLLP in January 2005.			

## Torch Hill Investment Partners, L.L.C. > Transaction Advisors

### Transaction Advisors

#### Accounting Advisors

Advisor	No. of Transactions	Total Value Disclosed (USD mm)	Most Recent Transaction Date
BDO LLP	1	-	Nov-04-2010
<b>Transaction Dates:</b> Nov-04-2010 (Blue Hackle Group Limited)			

#### Legal Advisors

Advisor	No. of Transactions	Total Value Disclosed (USD mm)	Most Recent Transaction Date
Dentons US LLP	1	29.21	Aug-22-2007
<b>Transaction Dates:</b> Aug-22-2007 (TradeBeam, Inc.)			
Hogan & Hartson LLP	1	29.21	Aug-22-2007
<b>Transaction Dates:</b> Aug-22-2007 (TradeBeam, Inc.)			

# Torch Hill Investment Partners, L.L.C. > Key Developments

## Key Developments

### Key Developments

#### Tristar Wellness Solutions Inc. (OTCPK:TWSI) completed the acquisition of HemCon Medical Technologies, Inc.

Torch Hill Investment Partners, L.L.C. May-06-2013 12:00 AM M&A Transaction Closing

**Situation:** Tristar Wellness Solutions Inc. (OTCPK:TWSI) entered into a term sheet to acquire HemCon Medical Technologies, Inc. for \$1.3 million on March 20, 2013. Tristar Wellness Solutions will receive \$0.08 million as break up fee. As of April 18, 2013, Tristar Wellness signed an agreement to acquire HemCon Medical. Within two days of the execution of the agreement, Tristar will deposit \$0.1 million as deposit with U.S. Bank National Association, the escrow agent. The transaction is subject to execution of asset purchase agreement, third party approval, execution of employment agreement with [REDACTED] and HemCon Medical having minimum cash and inventory balance of \$0.82 million on closing. On April 26, 2013, Tristar signed an amended agreement to acquire HemCon Medical for \$3 million. The transaction is expected to close by May 6, 2013. [REDACTED] Tonkon Torp LLP acted as legal advisor for HemCon Medical Technologies, Inc. [REDACTED] Law Office of Charles J. Ingber acted as legal advisor to Tristar Wellness Solutions. Tristar Wellness Solutions Inc. (OTCPK:TWSI) completed the acquisition of HemCon Medical Technologies, Inc. on May 6, 2013. As of May 6, 2013, the transaction was approved by the Bankruptcy court.

**Source:** Capital IQ Transaction Database

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b7C

#### Tristar Wellness Solutions Inc. (OTCPK:TWSI) entered into a term sheet to acquire HemCon Medical Technologies, Inc. for \$1.3 million.

Torch Hill Investment Partners, L.L.C. Mar-22-2013 12:00 AM M&A Transaction Announcement

**Situation:** Tristar Wellness Solutions Inc. (OTCPK:TWSI) entered into a term sheet to acquire HemCon Medical Technologies, Inc. for \$1.3 million on March 20, 2013. Tristar Wellness Solutions will receive \$0.08 million as break up fee. As of April 18, 2013, Tristar Wellness signed an agreement to acquire HemCon Medical. Within two days of the execution of the agreement, Tristar will deposit \$0.1 million as deposit with U.S. Bank National Association, the escrow agent. The transaction is subject to execution of asset purchase agreement, third party approval, execution of employment agreement with [REDACTED] HemCon Medical having minimum cash and inventory balance of \$0.82 million on closing. On April 26, 2013, Tristar signed an amended agreement to acquire HemCon Medical for \$3 million. The transaction is expected to close by May 6, 2013. [REDACTED] Tonkon Torp LLP acted as legal advisor for HemCon Medical Technologies, Inc. [REDACTED] Law Office of Charles J. Ingber acted as legal advisor to Tristar Wellness Solutions.

**Source:** Capital IQ Transaction Database

b6  
b7C

#### Torch Hill Investment Partners, L.L.C. acquired Zephyr Photonics, Inc.

Torch Hill Investment Partners, L.L.C. Oct-25-2011 12:00 AM M&A Transaction Closing

**Situation:** Torch Hill Investment Partners, L.L.C. acquired Zephyr Photonics, Inc. on October 25, 2011. [REDACTED] Torch Hill Investment Partners, L.L.C. completed the acquisition of Zephyr Photonics, Inc. on October 25, 2011.

**Source:** Capital IQ Transaction Database

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#### TPG Growth and Torch Hill Investment Partners acquired significant stake in ARTEL, Inc.

Torch Hill Investment Partners, L.L.C. Jun-02-2011 12:00 AM M&A Transaction Closing

**Situation:** TPG Growth and Torch Hill Investment Partners acquired significant stake in ARTEL, Inc. on June 2, 2011. [REDACTED] TPG Growth and Torch Hill Investment will use \$75 million from a term loan and \$20 million from revolving credit to fund the transaction. The BB&T Capital Markets|Windsor Group acted as financial advisor. [REDACTED] Greenberg Traurig LLP, McCarthy, Sweeney & Harkaway and Pillsbury Winthrop Shaw Pittman LLP acted as legal advisors for ARTEL, Inc. and [REDACTED] Skadden, Arps, Slate, Meagher & Flom, L.L.P. acted as legal advisor for TPG Growth. RBC Capital Markets Inc. acted as lead arranger on the senior secured credit facilities arranged to support the transaction. TPG Growth and Torch Hill Investment Partners completed the acquisition of significant stake in ARTEL, Inc. on June 2, 2011.

**Source:** Capital IQ Transaction Database

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#### D-Back Acquisition Co. announced that it has received funding from Torch Hill Investment Partners, L.L.C.

Torch Hill Investment Partners, L.L.C. Mar-09-2011 12:00 AM Private Placement

**Situation:** D-Back Acquisition Co. announced that it has received equity funding from Torch Hill Investment Partners, L.L.C. on March 9, 2011. Torch Hill Investment Partners, L.L.C. gained a majority stake in the company. The terms of the transaction were not disclosed. Torch Hill Investment Partners, L.L.C. invested several millions of dollars. On March 9, 2011, D-Back Acquisition Co. closed the transaction.

**Source:** Capital IQ Transaction Database

## Torch Hill Investment Partners, L.L.C. > Key Developments

### Blue Hackle Group Ltd announced that it has received funding from Torch Hill Investment Partners, L.L.C.

Torch Hill Investment Partners, L.L.C.

Nov-04-2010 12:00 AM

Private Placement

**Situation:** Blue Hackle Group Ltd announced that it has raised an undisclosed amount of equity funding from a new investor, Torch Hill Investment Partners, L.L.C. on November 4, 2010. BDO provided due diligence to the investor. On November 4, 2010, Blue Hackle Group Ltd closed the transaction. The transaction provided the investor a substantial stake in the company.

**Source:** Capital IQ Transaction Database

### Torch Hill Investment Partners, L.L.C. acquired a majority stake in Jameson LLC from Carousel Capital III, L.P. managed by Carousel Capital.

Torch Hill Investment Partners, L.L.C.

Oct-07-2010 12:00 AM

M&A Transaction Announcement

**Situation:** Torch Hill Investment Partners, L.L.C. acquired a majority stake in Jameson LLC from Carousel Capital III, L.P. managed by Carousel Capital on October 1, 2010. The financial terms of the deal were not disclosed.

[REDACTED] Sagent Advisors Inc. acted as the financial advisor for Carousel Capital. K&L Gates LLP acted as the legal advisor on the transaction.

**Source:** Capital IQ Transaction Database

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### TradeBeam (Beijing) Technology Co., Ltd. announced that it has received \$7 million in funding from a group of investors.

Torch Hill Investment Partners, L.L.C.

Aug-28-2009 12:00 AM

Private Placement

**Situation:** TradeBeam (Beijing) Technology Co., Ltd. announced that it has raised \$7 million in its second round of funding on August 28, 2009. The round included participation from existing investor TradeBeam, Inc.; new investor Enterprise Partners Venture Capital; and other investors Camden Partners Holdings, LLC which invested through its fund Camden Partners Strategic Fund III, L.P., Sigma Partners, and Torch Hill Investment Partners, L.L.C. The company has raised \$10 million in funding till date. On August 28, 2009, TradeBeam (Beijing) Technology Co., Ltd. closed the transaction.

**Source:** Capital IQ Transaction Database

### TradeBeam, Inc. announced that it has received \$29.21 million in funding from a group of investors.

Torch Hill Investment Partners, L.L.C.

Aug-22-2007 12:00 AM

Private Placement

**Situation:** TradeBeam, Inc. announced a private placement of Series C preferred stock for gross proceeds of \$29,211,282.54 on August 22, 2007. The securities were issued pursuant to Regulation D to 30 investors. Minimum investment accepted from each outside investor is \$5,209,051.5. The round of funding was co-led by new investors Camden Partners Holdings, LLC which invested through its fund Camden Partners Strategic Fund III, L.P. and Torch Hill Investment Partners L.L.C. which invested through its fund Torch Hill Fund, LP. The round also included participation from existing investors Sigma Partners, Enterprise Partners Venture Capital, The Carlyle Group, and Sprout Group. The company has raised \$57,500,000 till date. Pillsbury Winthrop Shaw Pittman LLP served as legal counsel to TradeBeam. Hogan & Hartson LLP acted as legal counsel to Camden Partners Holdings, LLC and Torch Hill Investment Partners, L.L.C. [REDACTED] Sonnenschein Nath & Rosenthal LLP served as legal advisor to the investor group. The company expected to raise \$29,385,936.83. On August 22, 2007, TradeBeam, Inc. closed the transaction.

**Source:** Capital IQ Transaction Database

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### HemCon Medical Technologies, Inc. announced that it has received \$12 million in funding from Camden Partners Holdings, LLC and Torch Hill Capital, LLC.

Torch Hill Investment Partners, L.L.C.

Mar-19-2007 12:00 AM

Private Placement

**Situation:** HemCon Medical Technologies, Inc. announced that it has raised \$12 million in its series C round of funding from new investors Camden Partners Holdings, LLC and Torch Hill Investment Partners, L.L.C. on March 19, 2007.

[REDACTED] On March 19, 2007, HemCon Medical Technologies, Inc. closed the transaction.

**Source:** Capital IQ Transaction Database

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### News

#### **Hagel's PEU Rally**

##### **PEU Report**

**Jan-08-2013 12:23 PM**

Senator Chuck Hagel's financially powerful brethren threw their support behind his Pentagon nomination. Consider the spate of private equity underwriters (PEU's) in this one paragraph of Hagel supporters:

Hagel's supporters, former National Security advisors Brent Scowcroft, Zbigniew Brzezinski, former US Ambassador to Iraq Ryan Crocker, former US Ambassador to Israel Tom Pickering,

#### **Harris exec to take reins at Artel**

##### **Washington Technology**

**Nov-28-2012 06:07 PM**

Ted Hengst, president of Harris Corp.'s IT business and the corporate chief information officer, is leaving the company to become CEO of Artel Inc.

Artel, which was founded in 1986, was acquired in 2011 by the private equity groups Torch Hill Investment Partners and TPG Growth. The company had over \$400 million in 2011 revenue.

Hengst is replacing current CEO Roy Carter.

At

#### **Artel preps \$145M leveraged loan backing recapitalization**

##### **Leveraged Loan**

**Oct-11-2012 08:21 PM**

RBC Capital Markets has scheduled a bank meeting for the afternoon of Monday Oct. 15 to launch a recapitalization for Artel, sources said.

The deal consists of a \$20 million revolver and a \$125 million amortizing term loan. Price talk hasn't emerged yet. The term loan will amortize between 2.5-10% per year over the life of the loan. The deal will be governed by two financial

#### **Zephyr Photonics transitioning to commercial markets**

##### **Tahoe Daily Tribune**

**Nov-07-2011 06:14 PM**

A Zephyr Cove company that's worked a quarter of a century on secret defense projects is coming into the light under the guidance of new owners. Zephyr Photonics, a company that previously operated as Opticomp, was acquired by Torch Hill Investment Partners of Washington, D.C. Torch Hill, which announced the transaction last week, didn't disclose terms. Both companies have been

#### **Zephyr Photonics transitioning to commercial markets**

##### **The Record-Courier**

**Nov-05-2011 12:50 PM**

A Zephyr Cove company that's worked a quarter of a century on secret defense projects is coming into the light under the guidance of new owners. Zephyr Photonics, a company that previously operated as Opticomp, was acquired by Copyright 2011 Record-Courier.



## Torch Hill Investment Partners, L.L.C. > News

### Zephyr Photonics acquired by Torch Hill Investment

RGJ.com

Nov-03-2011 01:19 PM

Zephyr Cove-based Zephyr Photonics was sold to Torch Hill Investment Partners, a Washington, D.C., private equity firm.

The privately held research and development company will turn into a commercial enterprise after 25 years of being a small, stealth research firm focused on catering to U.S. government programs.

The firm will commercialize its vertical-cavity surface-emitting laser

### Zephyr Photonics Sets Sights on Commercial Success

M2M Evolution

Oct-25-2011 05:40 PM

(Market Wire Via Acquire Media NewsEdge) ZEPHYR COVE, NV -- (MARKET WIRE) -- 10/25/11 -- Since 1987, Zephyr Photonics has operated as OptiComp, a small, stealth research firm focused on mission critical programs for the U.S. government. During its 25-year history, the company has captured more than 60 research and development grants and prototype contracts for a variety of programs,

### Zephyr Photonics Sets Sights on Commercial Success

Market Wire

Oct-25-2011 02:43 PM

Twenty-Five Year Old Research and Development Company Going Commercial With Proven Photonic Technology After Being Acquired by Torch Hill Investment Partners

### The Morning Leverage: Another Private Equity Firm Plots A Public Debut

Private Equity Beat - The Wall Street Journal

Jun-03-2011 11:20 PM

[REDACTED] for Dow Jones

Top stories in today's LBO Wire:

Never mind Groupon Inc. Carlyle Group aims to file for an initial public offering in the third quarter and is interviewing potential underwriters for the process, reports LBO Wire's [REDACTED] (The firm's IPO timetable was reported earlier by Reuters.) The Washington, D.C., firm is in discussions with Goldman Sachs Group

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### TPG, Torch Hill invest in network services company Artel

AltAssets

Jun-02-2011 06:45 PM

The growth arm of US private equity giant TPG has made an equity investment into information technology and managed communications network services company Artel, alongside Torch Hill Investment Partners. Founded in 1986, Artel provides telecommunications and IT services, providing a range of managed network services, solutions integration, and information assurance services.

## Torch Hill Investment Partners, L.L.C. > Direct Investments & Subsidiaries

### Artel, LLC

#### Website

www.artelllc.com

#### Business Description / Color Notes

Artel, LLC provides a portfolio of satellite and terrestrial network communications and infrastructure, cyber security, risk management, and IT solutions for private and public sector clients. The company offers secure network solutions, including satellite bandwidth subscription services; global terrestrial network connectivity; and network monitoring, management, and engineering services. It also offers integrated IT solutions, such as cyber security and risk management solutions; and end-to-end IT solutions in the areas of strategic enterprise network planning and management, network and systems integration, operations and end-user support through 24/7/365 help desk, and integral security components in various solutions. In addition, the company provides engineering support and training services. Artel, LLC, has a strategic alliance with AIS Engineering, Inc. The company was founded in 1986 and is based in Herndon, Virginia.

#### Primary Office Location

13665 Dulles Technology Drive  
Suite 300  
Herndon, Virginia 20171  
United States  
Main Phone: 703-620-1700  
Main Fax: 703-620-4262

### Blue Hackle Group Limited

#### Business Description / Color Notes

Blue Hackle Group Limited provides security services. The company was incorporated in 2003 and is based in London, United Kingdom.

#### Primary Office Location

Lincoln House  
137-143 Hammersmith Road  
London, Greater London W14 0QL  
United Kingdom  
Main Phone: 44 20 8237 7200  
Main Fax: 44 20 8237 7220

### D-Back Acquisition Co.

#### Business Description / Color Notes

D-Back Acquisition Co. was incorporated in 2005 and is based in Phoenix, Arizona.

#### Primary Office Location

23040 North 11th Avenue  
Building 1  
Phoenix, Arizona 85027-1396  
United States  
Main Phone: 623-414-4161  
Main Fax: 623-583-0674

### Diamondback Tactical, LLLP

#### Website

www.diamondbacktactical.com

## Torch Hill Investment Partners, L.L.C. > Direct Investments & Subsidiaries

### Business Description / Color Notes

Diamondback Tactical, LLLP designs and manufactures body armor and protective equipment for use by law enforcement, federal government, and military agencies. Its products include soft body armors, hard body armors, structural armor systems, portable armor systems, armor carriers, hard armor rifle plates, hard armor shields, tactical nylon equipment, and accessories. The company markets its products through a network of distributors, as well as through its retail store and online orders worldwide. Diamondback Tactical, LLLP was founded in 2001 and is headquartered in Spindale, North Carolina.

### Primary Office Location

159 Yelton Street  
Building 1  
Spindale, North Carolina 28160  
United States  
Main Phone: 828-288-6680  
Main Fax: 828-288-6688

**DVTEL, INC.**

### Website

[www.dvtel.com](http://www.dvtel.com)

### Business Description / Color Notes

DVTEL, INC. develops and manufactures open video surveillance products and solutions. It offers network-based video management systems and network video recorders; high-definition, IP video surveillance cameras; fixed cameras, mini domes, and HD PTZs; and applications and integration center, cloud, training, and support services. The company also provides encoders and decoders, universal storage servers, video analytics solutions, and universal storage and custom integration solutions and applications; and DVTEL's Network Assistant, a software tool that streamlines deployment and maintenance tasks of DVTEL edge devices. It serves small to mid-sized-businesses through system integrators, representatives, and value added resellers. The company was founded in 2000 and is headquartered in Ridgefield Park, New Jersey with additional offices in New Jersey, Florida, Texas, Illinois, California, Massachusetts, Mexico, the United Kingdom, India, Australia, China, Singapore, and the Middle East.

### Primary Office Location

65 Challenger Road  
Ridgefield Park, New Jersey 07660  
United States  
Main Phone: 201-368-9700  
Main Fax: 201-368-2615

**Jameson LLC**

### Website

[www.jamesonllc.com](http://www.jamesonllc.com)

### Business Description / Color Notes

Jameson LLC manufactures expeditionary lighting systems for tactical and medical shelters. Its expeditionary lighting systems include shelter products, such as EMI protected and general purpose fluorescent stringable shelter lights, LED stringable shelter lights, and stringable light accessories; medical products, including field hospital lights, battery bases, and mounting options; emergency products, which include battery pack lights; and maintenance products, such as fluorescent handheld work lights and accessories for work lights. The company also provides construction and maintenance tools, which include underground cable pulling and locating products, such as system of fiberglass conduit rodders, detectable rodders, gas line tracer kits, and locators; and inside wiring and cable pulling products, including system of fiberglass fish tapes, cable pulleys, fiberglass glow fish rods, flexible drill bits, fluorescent work lights, and splicer scissors and knives. Its construction and maintenance tools also include overhead aerial construction tools, which include fiberglass lay-up sticks and pruner poles, aerial bucket tool holders, boom tool holders and canvas tool bags, and aerial cable placement tools; and tree care line clearance and landscaping products, such as fiberglass poles, pruners, pole saws and hand saws, and tree trimming packages. The company serves military, telecommunications, contractors, CATV, power utilities, tree care, and construction industries in the United States and internationally. Jameson LLC was founded in 1956 and is based in Clover, South Carolina.

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**FEDERAL BUREAU OF INVESTIGATION**

**Import Form**

**Form Type:** OTHER

**Date:** 09/08/2014

**Title:** (U) Capital IQ Profile - Torch Hill Investment Partners LLC

**Approved By:** SSA

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**Drafted By:** IA

**Case ID #:** 318C-WF-2625191 (U) Information Pertaining to Potential  
Threats to the U.S. Markets and  
financial sector

**Synopsis:** (U) Capital IQ Profile - Torch Hill Investment Partners LLC

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